

CERTIFICATE OF AUTHORITY
OF

CANADA NORTHWEST OILS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CANADA NORTHWEST OILS, INC.

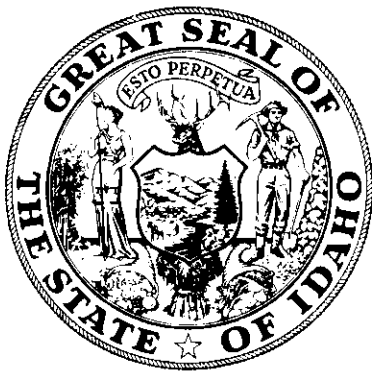
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to CANADA NORTHWEST OILS, INC.

to transact business in this State under the name CANADA NORTHWEST OILS, INC.

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated November 18, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is CANADA NORTHWEST OILS, INC.
2. The name which it shall use in Idaho is CANADA NORTHWEST OILS, INC.
3. It is incorporated under the laws of State of Montana
4. The date of its incorporation is November 23, 1970 and the period of its duration is perpetual.
5. The address of its principal office in the state or country under the laws of which it is incorporated is 500 TransWestern Plaza II
490 North 31st Street, Billings, Montana 59101
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Exploration and development of oil, gas and mineral leases.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See Attached.</u>		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>Common</u>	<u>No par value</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
10	Common	No par value

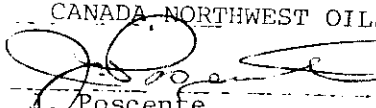
11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated

Dated October 28, 1981

CANADA NORTHWEST OILS, INC.

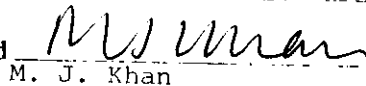
By



J. Poscente

Its _____ President

and


M. J. Khan

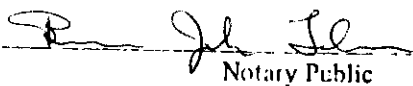
Its _____

Secretary/Treasurer

STATE OF Province of Alberta)
COUNTY OF Dominion of Canada) ss:

I, Bruno J. Todesco, a notary public, do hereby certify that on this 28th day of October, 19 81, personally appeared before me J. Poscente, who being by me first duly sworn, declared that he is the President of CANADA NORTHWEST OILS, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.


Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

BRUNO JOHN TODESCO
NOTARY PUBLIC-PROVINCE OF ALBERTA
MY COMMISSION EXPIRES AT THE PLEASURE
OF THE LIEUTENANT GOVERNOR OF THE PROVINCE
OF ALBERTA

CANADA NORTHWEST OILS, INC.

OFFICERS

J. Poscente	President	#74, 1815 Varsity Estates Drive, N.W. Calgary, Alberta T3B 3Y7
B. J. Todesco	Executive Vice President	1109 Varsity Estates Rise, N.W. Calgary, Alberta T3B 2X4
J. R. Smith	Vice President	387 Varsity Close, N. W. Calgary, Alberta T3B 2Y9
M. J. Khan	Secretary/Treasurer	836 Durham Avenue Calgary, Alberta T2T 5R2

DIRECTORS

J. Poscente	#74, 1815 Varsity Estates Drive, N. W. Calgary, Alberta T3B 3Y7
B. J. Todesco	1109 Varsity Estates Rise, N. W. Calgary, Alberta T3B 2X4
J. R. Smith	387 Varsity Close, N. W. Calgary, Alberta T3B 2Y9



SECRETARY OF STATE
THE STATE OF MONTANA

JIM WALTERMIRE
SECRETARY OF STATE

CAPITOL BUILDING
HELENA, MONTANA 59620

CERTIFICATION

I hereby certify that the annexed is a true and complete copy of the
12 page document(s) on file in this office.

DATED: November 12, 1981

Jim Waltermire
SECRETARY OF STATE

By: Florence Hensley Deputy



CERTIFICATE OF INCORPORATION

I, FRANK MURRAY, Secretary of State of the State of Montana, do hereby certify that duplicate originals of Articles of Incorporation for the incorporation of

CANADA NORTHWEST OILS, INC.

duly executed pursuant to the provisions of Section 15-2247 of the Revised Codes of Montana, 1947, have been received in my office and are found to conform to law.

NOW, THEREFORE, I, FRANK MURRAY, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation to

CANADA NORTHWEST OILS, INC.

and attach hereto a duplicate original of the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this 23rd day of November A.D. 1970.

(GREAT SEAL)

Frank Murray

FRANK MURRAY
Secretary of State

Gail M. DeWalt

By GAIL M. DeWALT
Chief Deputy

ARTICLES OF INCORPORATION
OF
CANADA NORTHWEST OILS, INC.

164757
STATE OF MONTANA
FILED
NOV 23 1970
FRANK MURRAY
SECRETARY OF STATE
By Thomas A. White
470 80 Deputy

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned natural person of legal age, acting as the incorporator of a corporation under the laws of the State of Montana, adopt the following Articles of Incorporation for such corporation:

I.

The name of the corporation is

CANADA NORTHWEST OILS, INC.

II.

The period of its duration shall be perpetual.

III.

The purpose or purposes for which the corporation is organized are:

(a) To establish and maintain the business of drilling, servicing and reworking wells for the production of petroleum, oil, natural gas, gas, liquid and gaseous hydrocarbons, coal, or any other minerals or mineral solutions or products or by-products thereof, with authority to manufacture, construct, build, purchase, lease as lessee, or otherwise acquire and to operate, either for the corporation or for others, and to sell, lease as lessor or otherwise dispose of and generally deal in drilling rigs and machinery, and any other tools and apparatus necessary or convenient in the boring, drilling, sinking, servicing, reworking, testing, maintaining or repairing of such wells;

(b) To prospect, explore and drill for, discover, produce, extract, mine, mill, separate, convert, smelt, refine,

dissolve, reduce, treat, manufacture, store, use, lend, process, sell, exploit, exchange, transfer, mortgage, encumber and otherwise deal with, use and dispose of petroleum, oil, natural gas, gas, liquid or gaseous hydrocarbons, coal and any other minerals or mineral solutions or products or by-products thereof;

To acquire, transport, distribute, market, buy and sell natural gas, gas, petroleum products and other mineral solutions and liquified minerals or the products or by-products thereof.

(c) To acquire, bring together, lease as lessee, purchase or otherwise obtain and to hold, own, maintain, manage, control, exploit, operate, use and otherwise deal in and to sell, convey, transfer, exchange, pledge, mortgage, lease as lessor, or otherwise dispose of royalty and other interests in minerals including interests in royalty or minerals owned by any government or legal subdivision thereof, and to collect the revenue arising therefrom;

(d) To erect and repair any building or improvements and to accumulate and lend money for said purposes, and to purchase, manage, sell, improve and subdivide real property in Montana, or in any other state or nation wherein the corporation may be qualified or admitted to do business; secondarily to take, lease, purchase or otherwise acquire and to own, use, hold, sell, manage, convey, exchange, lease, mortgage, work, improve, develop, subdivide and otherwise handle, deal in and dispose of real estate, real property, and interests or rights therein within or without the State of Montana;

(e) To make and purchase materials for the construction of buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or do any other work in connection with any and all classes of buildings and improvements of any kind and nature whatsoever, including the locating, laying out and constructing of roads, avenues, docks, slips, sewers, bridges, wells, walls, canals, railroad or street railways, power plants and generally in all classes of building, erections and works, both public and private, or integral parts thereof;

(f) To acquire, lease, purchase, construct, manufacture or otherwise obtain and to hold, own, maintain, operate, use

and otherwise enjoy or deal in and to sell, invest in, convey, transfer, exchange, pledge, mortgage or otherwise dispose of any works, plants, pipe lines, apparatus, devices, appliances, facilities, goods, wares and merchandise and personal property of every class and description;

(g) To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, use, pledge, lease, assign or otherwise dispose of formulas, secret processes, distinctive marks, improvements in processes, trade-marks, trade names, copyrights, patents, licenses, concessions, and the like, whether used in connection with or secured under letters patent of or issued by any country or authority or otherwise; and to issue, exercise, develop and grant licenses in respect thereof or otherwise turn the same into account; and

(h) To provide consulting and management services in connection with any of the powers above specified or under its general powers or as a separate activity.

(i) To enter into contracts of guaranty for the purpose of financing any business, individual, firm or corporation, which might enhance the business or profits of this corporation, and to take security therefor in any form, with rights incident thereto, and to contract with any individual, firm or corporation in the furnishing of labor, materials, supplies, equipment or service of any kind;

(j) To issue debentures as evidence of the obligations for the payment of corporate indebtedness;

(k) To buy, sell, own and deal in bonds, stocks, mortgages and other forms of securities, either as principal or agent, or as nominee for others, or as an underwriter, or in any way permissible under applicable security laws;

(l) To buy, sell, trade, or exchange, or otherwise deal in merchandise either as manufacturer, trader, wholesaler, or retailer; and to buy, sell, lease, deal in, and otherwise conduct the business of transporting persons or products, merchandise, minerals, raw materials, or other transportable items, on behalf of the corporation or on behalf of others;

(m) In general, to carry out any other business in.

connection with the foregoing and to have and exercise all the powers conferred by the laws of Montana upon corporations formed under the Montana Business Corporation Act and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do, including the power to conduct the affairs of the corporation in other states of the United States of America, or in foreign countries.

IV.

The aggregate number of shares which the corporation shall have authority to issue is 50,000 consisting of one class only, common without par value.

V.

The registered office of the corporation is:

500 Electric Building,
Billings, Montana 59101,

and the name of its initial registered agent at such address is:

LAWCO, a corporation.

VI.

The number of directors constituting the initial Board of Directors of the corporation is three (3) but the bylaws of the corporation from time to time may provide for additional directors not exceeding the number allowed under the Montana corporate law. The names and addresses of the persons who are to serve as directors until the first annual meeting of the stockholders or until their successors are elected and shall qualify are:

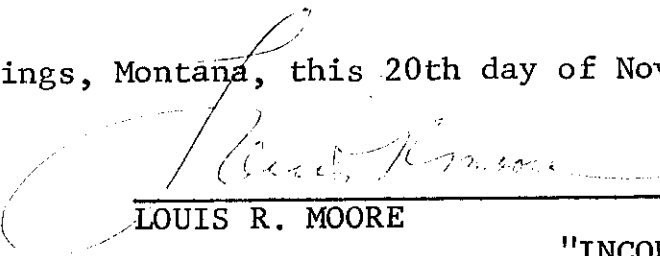
<u>Name</u>	<u>Address</u>
H. Graham Gammell	920 Three Calgary Place Calgary, Alberta, Canada.
John M. Alston	920 Three Calgary Place Calgary, Alberta, Canada.
Douglas W. Hilland	6th Floor, 407-8th Ave. S.W. Calgary, Alberta, Canada.

VII.

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Louis R. Moore	500 Electric Building Billings, Montana 59101.

DATED at Billings, Montana, this 20th day of November, 1970.



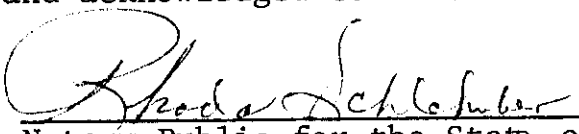
LOUIS R. MOORE

"INCORPORATOR"

STATE OF MONTANA)
)ss.
County of Yellowstone)

On this 20th day of November, 1970, before me, the undersigned Notary Public for the State of Montana, personally appeared LOUIS R. MOORE, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

(Notarial Seal)



Notary Public for the State of Montana.
Residing at Billings, Montana.
My commission expires Jan. 20, 1971.

CANADA NORTHWEST OILS, INC. (35791)

c/o LAWCO
500 Electric Building
Billings, Montana 59101

March 21, 1975

Gentlemen:

NOTICE

The above addressed corporation is hereby notified that the Department of Revenue has filed in my office on February 21, 1975, its certification under Section 84-1514, Revised Codes of Montana, 1947, of the suspension of the corporate powers, rights and privileges of the corporation for its failure to file an annual corporation license tax return and/or pay annual corporation license tax.

Inquiries concerning the precise reason, scope and terms of the suspension should be addressed directly to the Department of Revenue, Capitol, Helena, Montana 59601.

The corporation may be relieved from the suspension by securing upon written request to the Department of Revenue a certificate authorizing the reviver of the corporation from the suspension, and submitting such certificate to the Secretary of State, Capitol, Helena, Montana 59601, with a duly completed and executed copy of the enclosed form for Application for Reviver and a check for \$10.00 payable to the State of Montana.

Upon the filing of the Application for Reviver with the attached certificate of the Department of Revenue authorizing the reviver, the Secretary of State will issue a Certificate of Reviver whereupon the corporate powers, rights and privileges of the corporation will be fully restored.

Sincerely yours,

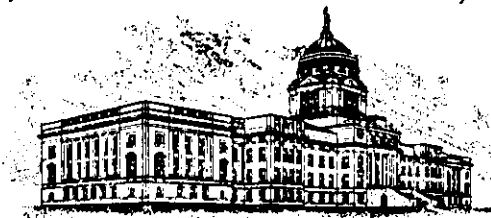
Suspended Under Section
84-1514, R.C.M., 1947

February 21, 1975, Folder No. XVI
Doc. No. D - 222793
Notified March 21, 1975

Frank Murray
FRANK MURRAY
Secretary of State

FM:phl
Encl.

Office of the Secretary of State



OF THE STATE OF MONTANA

WHEREAS, CANADA NORTHWEST OILS, INC.

was created a body politic and corporate under and by virtue of the laws of the State of Montana on November 23, 1970

WHEREAS the charter or certificate of incorporation was suspended under the provisions of 15-31-523, Montana Code Annotated, and

WHEREAS said corporation has made application for a Certificate of Reviver and said application has been filed with the Secretary of State of the State of Montana under the provisions of 15-31-524, Montana Code Annotated, and

WHEREAS all taxes and penalties due the State of Montana under the Corporation License Tax Laws of said State have been deposited with and paid to the Montana Department of Revenue.

NOW, THEREFORE, I, JIM WALTERMIRE, Secretary of State of the State of Montana, by authority of said 15-31-524, Montana Code Annotated, do hereby issue this CERTIFICATE OF REVIVER and declare and certify that said corporation is hereby restored to its full status as a valid and subsisting corporation of the State of Montana.

IN WITNESS WHEREOF, I have here-
unto set my hand and affixed the
Great Seal of the State of Montana, at
Helena, the Capital, this 6th

day of April A. D. 1981.

JIM WALTERMIRE
Secretary of State

282450

STATE OF MONTANA

APPLICATION FOR REVIVER

FILEDUnder Provisions of Section 15-31-524,
Montana Code Annotated

APR 4 6 1981

Montana Corporations

JIM WALTERMIRE
SECRETARY OF STATE*Jim Waltermire*

WHEREAS Canada Northwest Oils, Inc. was incorporated
under the laws of the State of Montana on November 23, 1970.

WHEREAS the right of said corporation to transact an intrastate business in Montana in accordance with the provisions of Section 15-31-523, Montana Code Annotated, was suspended for failure to file corporation license tax returns or pay the assessed corporation license tax before 5 o'clock P.M. on the last day of the eleventh month after the date of delinquency, and

WHEREAS the said corporation by virtue of Section 15-31-524, Montana Code Annotated, desires at this time to pay all fees due the State of Montana and revive said corporation in order that it may again be legally authorized to do business in the State of Montana.

NOW, THEREFORE, we the undersigned, a majority of the directors, or a stockholder, a creditor (indicate which by striking the inappropriate term or terms) of said corporation do hereby make application to the Secretary of State for reviver in accordance with the laws of the State of Montana made and provided, and as evidence thereof hereunto affix in the presence of a Notary Public our signatures.

J. Poscente
J. Poscente*J. R. Smith*
J. R. Smith

STATE OF MONTANA)
COUNTY OF YELLOWSTONE) ss.

On this 18th day of March A.D. 1981 before me,
the undersigned, a Notary Public for the State of Montana personally appeared
J. Poscente and J. R. Smith

known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year first above written.

Myles J. Thomas
Notary Public for the State of Montana
Montana, residing at Billings, Montana
Montana.
My Commission expires 3-7-82.

INSTRUCTIONS

The applicant must address a request in writing to the Department of Revenue, Capitol, Helena, Montana 59601 for a certificate by the Department of Revenue entitling the reviver of the corporation. The Department of Revenue's certificate and one completed and executed copy of this Application for Reviver are to be presented to the Secretary of State, Capitol, Helena, Montana 59601 with the statutory \$10.00 reviver fee payable to the Secretary of State.

THE DEPARTMENT OF REVENUE
OF THE STATE OF MONTANA

CERTIFICATE FOR REINSTATEMENT OF
SUSPENDED CORPORATION

TO THE HONORABLE JIM WALTERMIRE
Secretary of State
Helena, Montana

WHEREAS, the corporate powers, rights and privileges of CANADA NORTHWEST OILS, INC., a Montana corporation, were duly suspended as of February 21, 1975, pursuant to the provisions of Section 15-31-523, Montana Code Annotated, for failure to file its required Montana Corporation License Tax return for the year ended December 31, 1971.

WHEREAS, said corporation has now filed its delinquent Montana Corporation License Tax return for said year and paid its delinquent tax together with the required penalty and interest.

NOW, THEREFORE, the said Department of Revenue does issue this certificate as evidence thereof, and further, that said corporation is now entitled to be revived as provided in Section 15-31-524, Montana Code Annotated.

Done and dated at its office in the Mitchell Building in the City of Helena, Montana, this 3rd day of April 1981.

ELLEN FEAVER, DIRECTOR
DEPARTMENT OF REVENUE
STATE OF MONTANA

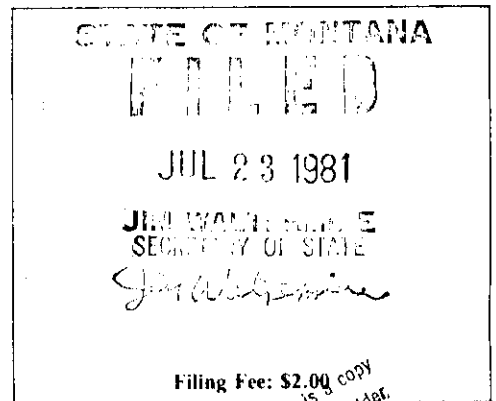
BY *G. L. Foster*
G. L. FOSTER, ADMINISTRATOR
Corporation Tax Division

(S E A L)

Every corporation is required under Sections 35-1-305, 35-1-1012, 35-2-302, or 35-2-811, Montana Code Annotated to have and continuously maintain in Montana a registered agent at a registered office. Any corporation which changes its registered agent or registered office, or both, or whose registered agent dies or resigns must file a statement of such change in the following form with the Secretary of State.

STATE OF MONTANA

Statement of Change of Registered Agent or Registered Office, or Both, of Corporation



INSTRUCTIONS

- Item 1, 2, 3, 4, 5 and 8 must be completed by all corporations.
- Item 9 must be completed by Montana and Foreign Profit Corporations.
- Items 2 and 4 must show the name of the registered agent and the address of the registered office according to the records of the Secretary of State.
- Items 3 and 5 must show the name of the NEW registered agent and the address of the NEW registered office. If there is no change in one of the two, so state. The address of the registered office must contain a street and number, or a route, or the name of a building. If the registered agent has a Post Office Box number, it may be included.
- Attach \$2.00 check payable to Secretary of State to upper left hand corner of form.

This document, number D29953, is
of a part of an original on file in folder
D29953.

35791

- The exact name of the corporation is SEE ATTACHED SHEETS
- The name of the present (old) registered agent is LAWCO
- The name of the successor (new) registered agent is No change being made.
- The address of the present (old) registered office is 500 Electric Building, Billings, Montana 59101
- The address of the new registered office is 500 TransWestern Plaza II, 490 North 31st Street, Billings, Montana 59101
- The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
- Attached is a copy of the letter which has been sent to each of the corporations represented by LAWCO, as registered LAWCO
- Execution: agent.

June 18, 1981

Date of Execution

By: Myles J. Thomas
Exact name of corporation
Signature of Officer
Vice President
Title of Officer

9. Verification

State of MONTANA)
County of Yellowstone) ss.

Date June 18, 1981

I, the undersigned Notary Public, hereby certify that MYLES J. THOMAS
personally appeared before me and, being by me first duly sworn, declared that he is the corporate officer who executed the foregoing report in behalf of the corporation, and that the statements therein contained are true.

(Notarial Seal)

Jean N. Schmitt
Notary Public for the State of Montana
Residing at Billings, Montana
My commission expires 10-7-81

ACADEMIC SPECIALTIES, INC.
ACEITE CORPORATION
ACORN CONSTRUCTION COMPANY
ADVENTURE CONSULTING INC.
ALLEN RANCH - MONTANA THE
AL-AQUITAINE EXPLORATION LTD.
ANDERSON, DONALD B. LTD.
ANTUS RESOURCES INC.
ARROW MOUNTAIN RANCH, INC.
ASP CONSTRUCTION
AUDIOVISUAL, INC.
AUTOMOTIVE & INDUSTRIAL DISTRIBUTORS
BALMAC RESOURCES INC.
BALTIC DRILLING (1979) LTD.
BALTIC GENERAL WELL SERVICES
BARTOR INTERNATIONAL
BILLINGS POLYTECHNIC INSTITUTE FOUNDATION
BILLINGS SHELTERED WORKSHOP PENSION PLAN
BILLINGS SHELTERED WORKSHOP
BILLINGS STOCKMAN INC.
BILLINGS VOICE FOR CHILDREN
BLUE ANCHOR RESOURCES INC.
BOISE ROBO-WASH, INC.
BRIGHTVIEW RESOURCES, INC.
CALTORWIN RESOURCES LTD.
CANADA NORTHWEST OILS INC.
CARBON COUNTY COAL COMPANY
CARIBOU CATERING CO.
COG INC.
COHO RESOURCES, INC.
COHO 80-1, INC.
CIMA CAPITAN, INC.